

Court File No.: CV-22-00030791-0000

ONTARIO
SUPERIOR COURT OF JUSTICE

B E T W E E N:

AUTOMOTIVE PARTS MANUFACTURERS' ASSOCIATION

Plaintiff/
Moving Party

- and -

JIM BOAK, JOANNE CALLAWAY, HILDA FISHER,
LORI INVERARITY, LEO LUCIO, GIL PONTE, MANBAE SINGH-GALL
DARLENE THOMPSON and JOHN DOE

Defendants/
Responding Parties

- and -

THE CORPORATION OF THE CITY OF WINDSOR

Intervener

SUPPLEMENTARY MOTION RECORD

Dated: February 11, 2022

MICHAEL A. WILLS
LSO # 397970
(T) 519-255-4323
(E) mwills@mctaguelaw.com

DARWIN E. HARASYM
LSO # 65529W
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McTAGUE LAW FIRM LLP
Barristers & Solicitors
455 Pelissier Street
Windsor, Ontario N9A 6Z9

LAWYERS FOR THE PLAINTIFF

WITHOUT NOTICE

TAB 1

Court File No.: CV-22-00030791-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

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Defendants/
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- and -

THE CORPORATION OF THE CITY OF WINDSOR

Intervener

SUPPLEMENTARY AFFIDAVIT OF BRAYDEN BOUGHNER

I, BRAYDEN BOUGHNER, of the Town of Tecumseh, in the County of Essex and
Province of Ontario, MAKE OATH AND SAY AS FOLLOWS:

1. I am an articling student at McTague Law Firm LLP, lawyers for the Plaintiff/Moving Party in this matter, and, as such, I have knowledge of the matters hereinafter deposed, except where I have received information from others, in which case I disclose the source of the information and verily believe it to be true.
2. I make this Affidavit further to my Affidavit sworn on February 10, 2022.

3. As a result of the endorsement signed by Chief Justice G.B. Morawetz on February 10, 2020, the following process for service to the Defendants was to be followed:

- i) A URL is to be identified whereby the endorsement and the Motion materials can be downloaded.
- ii) The Plaintiff and the City of Windsor shall issue a press release with the link and the hearing details when known.

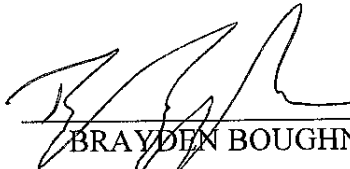
4. I have been advised by Michael Wills, lawyer for the Plaintiff, and verily believe that on February 10, 2022, the steps set out for service noted in the endorsement of Chief Justice G. B. Morawetz were completed by both the Plaintiff and the City of Windsor prior to 9:00 p.m.

5. Attached hereto and marked as **Exhibit "A"** to this my Affidavit is a copy of a press release published by the Plaintiff in which individuals can locate and download the endorsement and Motion materials, as well as, a link to view the hearing.

6. Attached hereto and marked as **Exhibit "B"** to this my Affidavit is a copy of a press release published by the City of Windsor in which individuals can locate and download the endorsement and Motion materials, as well as, a link to view the hearing.

7. I make this Affidavit in support of a motion for injunction and for no other or improper purpose.

SWORN BEFORE ME at the City of)
 Windsor, in the County of Essex and)
 Province of Ontario this 11th day of)
 February, 2022.)
 _____)
 A Commissioner, etc)


 BRAYDEN BOUGHNER

THIS IS EXHIBIT "A"
REFERRED TO IN THE AFFIDAVIT OF
BRAYDEN BOUGHNER
SWORN BEFORE ME THIS 11th DAY
OF FEBRUARY, 2022

.....
A Commissioner, etc.



(<https://apma.ca>)



ATTENTION: On Thursday, February 10, 2022, the Automotive Parts Manufacturers' Association as representative Plaintiff brought a Motion for an injunction to restrain named and unnamed Defendants from establishing a blockade, or in any way impeding access to the Ambassador Bridge in Windsor, Ontario.

The City of Windsor sought and was granted leave to intervene in support of the Motion. Following oral submissions by the Plaintiff and the City, Chief Justice Morawetz of the Ontario Superior Court of Justice adjourned the hearing of the Motion for an interim injunction until 12 noon on Friday, February 11, 2022. In order to ensure that the matter comes to the attention of the Defendants to the motion, the Court directed that the following process be followed:

1. A URL be identified whereby the endorsement and the Motion materials can be downloaded; and
2. That the Plaintiff and the City of Windsor shall issue a press release with the link and the hearing details. In accordance with the endorsement of Chief Justice Morawetz.

<https://mctaguelaw-my.sharepoint.com/:f/p/onedrive/EscxY3Po1BlPhai1IRgZUAUBBUVXTjeOcTRdz6of39-hDg?e=Iz9ox0...> (<https://t.co/37TVDmAQGV>) The hearing may be viewed, commencing at 12 noon on Friday, February 11, 2022, at: <https://ca01web.zoom.us/j/68810320796?pwd=VmxNzE2UWRub2krM2M2em55Ym1pQT09...> (<https://t.co/fdXJlxVBv8>)

Outside legal counsel representing any party or proposed intervenor may contact the lawyers of record for the Plaintiff as set out in the Motion material for further information.

Leave a Reply

Your email address will not be published. Required fields are marked *

Comment *


r.com/apmacanada?
in
pany/apmacanada/)

Name *

Email *

Website

☐ Save my name, email, and website in this browser for the next time I comment.

2/11/22, 9:34 AM

ATTENTION: On Thursday, February 10, 2022, the Automotive Parts Manufacturers' Association as representative Plaintiff broug...

Post Comment

Company

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Senior Management and Board (<https://apma.ca/leadership/>)

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Advertise (<https://apma.ca/advertise/>)

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Terms and Conditions (<https://apma.ca/terms-and-conditions/>)

Privacy Policy (<https://apma.ca/privacy-policy/>)

Sourcing Guide



2/11/22, 9:34 AM

ATTENTION: On Thursday, February 10, 2022, the Automotive Parts Manufacturers' Association as representative Plaintiff broug...

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info@apma.ca

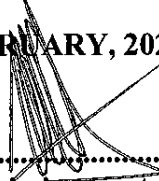
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r.com/apmacanada?



ng.com/company/apmacanada/)

THIS IS EXHIBIT "B"
REFERRED TO IN THE AFFIDAVIT OF
BRAYDEN BOUGHNER
SWORN BEFORE ME THIS 11th DAY
OF FEBRUARY, 2022

.....
A Commissioner, etc.



▲ Update on City of Windsor Operations in Light of the Coronavirus (COVID-19)

Injunction Hearing Set for Noon Friday



February 10, 2022

On Thursday, February 10, 2022, the Automotive Parts Manufacturers' Association as representative Plaintiff brought a Motion for an injunction to restrain named and unnamed Defendants from establishing a blockade, or in any way impeding access, to the Ambassador Bridge in Windsor, Ontario. The City of Windsor sought and was granted leave to intervene in support of the Motion.

Following oral submissions by the Plaintiff and the City, Chief Justice Morawetz of the Ontario Superior Court of Justice **adjourned the hearing of the Motion for an interim injunction until 12 noon on Friday, February 11, 2022.**

In order to ensure that the matter comes to the attention of the Defendants to the motion, the Court directed that the following process be followed:

1. A URL be identified whereby the endorsement and the Motion materials can be downloaded; and
2. That the Plaintiff and the City of Windsor shall issue a press release with the link and the hearing details.

In accordance with the endorsement of Chief Justice Morawetz:

The link to view and download the endorsement and Motion materials is found:

<https://mctaguelaw-my.sharepoint.com/:f/p/onedrive/EsCxY3Po1BIPhai1IR9ZUAUBBUVXTjeOcTRdz60f39-hDg?e=lz9ox0>

The hearing may be viewed, commencing at 12 noon on Friday, February 11, 2022, at:

<https://ca01web.zoom.us/j/68810320796?pwd=VmxoxNzE2UWRub2krM2M2em55Ym1pQT09>

Outside legal counsel representing any party or proposed intervener may contact the lawyers of record for the Plaintiff as set out in the Motion material for further information.

Latest News

Injunction Hearing Set for Noon Friday

Community Reminder Focuses on Fire Safe Behaviours to Keep us Alive, Safe and Well

Clearing of Residential Streets to Begin Friday

Windsor Endowment for the Arts and Mayor's Arts Awards Seek Nominations and Applications for 2022

Storm Update Closures

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TAB 2

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SUPERIOR COURT OF JUSTICE**

B E T W E E N:

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**Plaintiff/
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**JIM BOAK, JOANNE CALLAWAY, HILDA FISHER,
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DARLENE THOMPSON and JOHN DOE**

**Defendants/
Responding Parties**

- and -

THE CORPORATION OF THE CITY OF WINDSOR

Intervener

SUPPLEMENTARY AFFIDAVIT OF FLAVIO VOLPE

I, Flavio Volpe, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I, Flavio Volpe, am the President elect of the Automotive Parts Manufacturers' Association (hereinafter the "APMA"). I make this affidavit further to my Affidavit sworn February 10, 2022.

Representative Status

2. The APMA has brought the within Motion as a representative Plaintiff on behalf of OEM producers of parts, equipment, tools, supplies, advanced technology, and services for the worldwide automotive industry.

3. The APMA was incorporated as a not-for-profit on September 11, 1952, and continued under its current name by way of Supplementary Letters Patent on April 9, 1991. Attached hereto and marked as **Exhibit "A"** to this my Affidavit is a true copy of the Supplementary Letters Patent, dated April 9, 1991.

4. The by-laws of the APMA, amended as of October 2020 (the "**By-Laws**"), emphasize the role the APMA plays in acting for the best interests of its members. Specifically, Article 1 of the By-Laws set out the following objects of APMA:

The objects of the Association shall be:

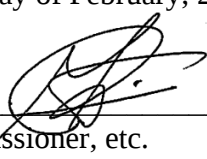
- a) *to engage in activities that promote the interests of automotive original equipment suppliers in Canada, that enhance the economic welfare of Association members;*
- b) *to be the Voice of the Canadian automotive supply industry; and*
- c) *to engage in such activities as the Board of Directors may from time to time determine to be for the welfare of the members of the Association.*

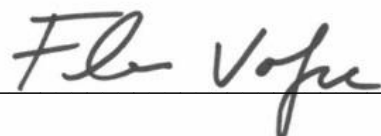
Attached hereto and marked as **Exhibit "B"** to this my Affidavit is a true copy of the By-Laws, dated October 2020.

5. As I mentioned at paragraph 17 of my Affidavit sworn February 10, 2022, any impediment to the sequenced production process in the automotive industry will likely cause production stoppages, which in turn lead to shift-downs and shutdowns, which is a detriment to all members of the APMA.

6. As the voice of the Canadian automotive supply industry, I verily believe that the APMA is the most appropriate party to represent the common interests of each of its members. All members of the APMA have a common interest in seeing an end to the blockade at the Ambassador Bridge so that automotive parts, components and goods can flow into the automotive supply chain within Canada.

SWORN BEFORE ME at the City of
Windsor, in the City of Toronto
this 11th day of February, 2022.


A Commissioner, etc.
Gian Paolo Vescio, Barrister & Solicitor



THIS IS EXHIBIT "A"
REFERRED TO IN THE AFFIDAVIT OF
FLAVIO VOLPE
SWORN BEFORE ME THIS 11th DAY
OF FEBRUARY, 2022

.....
A Commissioner, etc.

For Ministry Use Only
À l'usage exclusif du ministère

Ontario Corporation Number
Numéro de la compagnie ou
association en Ontario

1.



Ministry of
Consumer and
Commercial
Relations

Ministère de
la Consommation
et du Commerce

These Supplementary Letters Patent amend the corporation's Letters Patent of prior Supplementary Letters Patent, as the case may be, dated this

APRIL 09 AVRIL 1991

Minister of Consumer
and Commercial Relations

Le Ministre de la
Consommation et du Commerce

Trans.
Code
C

per/paf

Director/Directeur

[illegible]

Form 3.
Corporations
Act
Formulaire
numéro 3
Loi sur les
compagnies et
associations

APPLICATION FOR SUPPLEMENTARY LETTERS PATENT
REQUÊTE EN VUE D'OBTENIR DES LETTRES PATENTES SUPPLÉMENTAIRES

1. Name of the applicant corporation / Nom de la compagnie ou association requérante:

[illegible]

2. Date of incorporation/amalgamation: 11 September 1952
Date de constitution ou de fusion: (day/jour month/mois year/année)

3. The resolution authorizing this application was confirmed by the shareholders/members of the corporation on
La résolution autorisant cette requête a été ratifiée par les actionnaires de la compagnie ou les membres de l'association le

24 April 1991
(day/jour month/mois year/année)

under section 131 of the Corporations Act.
aux termes de l'article de la loi sur les compagnies et associations.

4. The corporation applies for the issue of supplementary letters patent to provide as follows:
La compagnie ou association demande la délivrance de lettres patentes supplémentaires autorisant ce qui suit:

to change the name of the corporation

to: AUTOMOTIVE PARTS MANUFACTURERS' ASSOCIATION

and to add a special provision to enable the use of the name in the following form and language: Association des fabricants de pieces d'automobile

The corporation is not insolvent within the meaning of SS(4) of S 19
of Ont.Reg. 152/82.

This application is executed in duplicate.
Cette requête est faite en double exemplaire.

**AUTOMOTIVE PARTS MANUFACTURERS'
ASSOCIATION (CANADA)**

(Name of corporation/Nom de la compagnie ou association)

By:/Par:

(Signature)
(Signature)

PRESIDENT

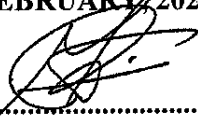
(Description of Office)
(Fonction)

(Signature)
(Signature)

SECRETARY

(Description of Office)
(Fonction)

(corporate seal)
(apposer le sceau de la
compagnie ou association)

THIS IS EXHIBIT "B"
REFERRED TO IN THE AFFIDAVIT OF
FLAVIO VOLPE
SWORN BEFORE ME THIS 11th DAY
OF FEBRUARY 2022

.....
A Commissioner, etc.

AUTOMOTIVE PARTS MANUFACTURERS' ASSOCIATION

BYLAWS

AMENDED

OCTOBER 2020

AUTOMOTIVE PARTS MANUFACTURERS' ASSOCIATION BYLAWS

(First approved at Annual General Meeting, April 9, 2003)

ARTICLE

PART A - OBJECTS OF THE ASSOCIATION

I Objects

PART B - MEMBERSHIP

II Classes of Membership
 III Admission of Members
 IV Members' Representatives
 V Voting Rights of Members
 VI Suspension or Termination of Membership
 VII Meetings of Members

PART C - DIRECTORS

VIII Duties and Responsibilities of Directors
 IX Nomination of Directors
 X Election and Appointment of Directors
 XI Terms of Office of Directors
 XII Meetings of Directors

PART D - OFFICERS

XIII Officers of the Association
 XIV Chair of the Board
 XV Vice Chairmen
 XVI Treasurer
 XVII President
 XVIII Secretary

PART E - OTHER PROVISIONS

XIX Committees of the Association
 XX Head Office
 XXI Seal of the Association
 XXII Fiscal Year
 XXIII Membership Fees
 XXIV Borrowing of Money
 XXV Execution of Documents
 XXVI Dissolution
 XXVII Amendments
 XXVIII Interpretation
 XXIX Conflict of Interest

Be it enacted as follows:

PART A - OBJECTS OF THE ASSOCIATION

ARTICLE I - OBJECTS

1. Objects

The objects of the Association shall be:

- a) to engage in activities that promote the interests of automotive original equipment suppliers in Canada, that enhance the economic welfare of Association members;
- b) to be the Voice of the Canadian automotive supply industry; and
- c) to engage in such activities as the Board of Directors may from time to time determine to be for the welfare of the members of the Association.

2. Combines

Such activities shall in no way involve the Association in discussion of prices, combines, or any acts which are likely to operate to the detriment of or against the interest of the public, whether consumers, purchasers or others, in contravention of the Competition Act.

PART B - MEMBERSHIP

ARTICLE II - CLASSES OF MEMBERSHIP

1. Classes

There shall be four classes of membership in the Association:

- a) *Regular Members*, being members, in Canada, engaged in the either the manufacturing of parts, systems, components, materials, tools, equipment, and supplies to the automotive industry or providing services directly in connection with such manufacturing;

- b) *Vehicle Manufacturer Members*, being members engaged in the same activities as Regular Members described in Article II 1. a), but which are divisions, subsidiaries, joint ventures or other operations of vehicle manufacturing companies in which such vehicle manufacturing companies hold, directly or indirectly, a majority ownership position;
 - c) *International Associate Members*, being members engaged in the same activities as Regular Members described in Article II 1. a), which do not carry on these activities in Canada, but which are involved or interested in the Canadian automotive market and the affairs of the Association;
 - d) *Associate Members*, being members which, while not eligible for Regular membership, may have sufficient interest in the work being performed by the Association to wish to support it.
2. Amending Classes

The Board of Directors may from time to time amend the classes of membership in the Association and the criteria for admission to any of them.

ARTICLE III - ADMISSION OF MEMBERS

1. Application to Board

All applications for membership shall be made to the Board of Directors of the Association and the Board shall be the sole judge of the acceptability of any application, and an affirmative vote of the majority of the Board shall be necessary for admission to membership.

ARTICLE IV - MEMBERS' REPRESENTATIVES

1. Representatives

Every member of the Association shall be entitled to nominate from time to time, in form and manner prescribed by the Board, a representative and also alternate representatives, and the individuals so nominated shall be enrolled as representatives and/or alternate representatives of the

members of the Association and shall represent the members nominating them at all meetings of the Association.

2. Changing Representatives

The member nominating such representative or alternate representatives may at any time, on notice to the Association, revoke such nominations and nominate other representatives or alternate representatives.

ARTICLE V - VOTING RIGHTS OF MEMBERS

1. All Classes May Vote

One representative or alternate representative of each member of all classes shall be entitled to vote at meetings of members. Only representatives of Regular Members shall be eligible for election to the Board of Directors.

ARTICLE VI - SUSPENSION OR TERMINATION OF MEMBERSHIP

1. Cause for Suspension, Termination

Membership in the Association may be suspended or terminated for cause. Sufficient cause for such suspension or termination shall include failure to pay annual dues within three months after notification of assessment or as determined by a decision of the Board of Directors.

ARTICLE VII - MEETINGS OF MEMBERS

1. Annual General Meeting

An Annual General Meeting of members shall be held at a location designated by the Board of Directors during the months of May or June in each year, for the purpose of electing Directors, appointing auditors for the ensuing year, and for the transaction of such other business as may properly be brought before the meeting.

2. Notice of Meetings

Notice of any meeting of the members of the Association shall state the time and place of the meeting and the general business to be transacted thereat, and shall be given by delivering the same by mail, facsimile or electronic communication at least two (2) weeks prior to the date fixed for the holding of such meeting, to each member of record on the books of the Association at the close of business on the date of such mailing, at the last address of such member appearing on the books of the Association.

Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgement on the business; and state the text of any Special Resolution to be submitted to the meeting.

3. Special Meetings

Special meetings of the members shall be convened by order of the Board, or of the Chair of the Board, upon notice signed by the Chair, the President or the Secretary and delivered by mail, facsimile or electronic communication to each member at least five (5) days before such meeting. The requisition of a special meeting shall state the business to be transacted at the meeting and shall be sent to each Member.

4. Quorum

The presence of at least twenty-five (25) representatives of members of the Association at any meeting of members shall constitute a quorum for the transaction of business of the Association. In the absence of a quorum the meeting shall be adjourned without the transaction of any business of the Association.

5. Voting at Meetings

Every member shall be entitled to cast a single vote by its representative or alternate representative on each and every question at any meeting of the members of the Association.

6. Voting Procedures

Every question submitted at any meeting of members shall be decided in the first instance, by a show of hands, and in the case of an equality of

votes, the Chair shall cast the deciding vote. At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously, or by any particular majority, or lost or not carried by a particular majority, shall be conclusive evidence of the facts.

7. Dissent at a Meeting

Subject to these bylaws a Member who is present at the Annual General Meeting of the Members or a Special Meeting of the Members is deemed to have consented to any resolution passed or action taken at the meeting unless;

- (a) the Member requests a dissent be entered in the minutes of the meeting; or
- (b) the Member sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Member sends a dissent by mail, facsimile or electronic communication to either the Secretary, Chair or President within seven (7) days of the meeting.

8. Participation at Meetings by Electronic Means

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by such means in the manner provided or allowed by the Board. A person participating in a meeting by such means is deemed to be present at the meeting.

PART C - DIRECTORS

ARTICLE VIII - DUTIES AND RESPONSIBILITIES OF DIRECTORS

1. Size of Board

The control and authority of the Association shall be vested in a Board of Directors consisting of eighteen members. The Board of Directors may from time to time elect to extend the size to a maximum of twenty members, limiting such Directors to a single initial term.

2. Powers of Board

The Board of Directors shall exercise all such powers of the Association as are not by law or by these Bylaws required to be exercised by the Association in general meeting, subject nevertheless, to any amendments by these Bylaws, to such resolutions as may be passed by the Association in general meeting, and to the law, but no resolution made by the Association in general meeting shall invalidate any prior act of the Directors which would have been valid if such resolution had not been made.

3. Power to Delegate

The Board of Directors shall have the authority to delegate such powers as it sees fit and as allowed by law.

ARTICLE IX - NOMINATION OF DIRECTORS

1. Nominating Committee

At least two (2) months before the date fixed for the Annual Meeting of the Association, the Board Development & Corporate Governance Committee shall act as a Nominating Committee of the Board. The Nominating Committee shall prepare recommendations to fill all vacancies on the Board of Directors for the next ensuing term or terms, and shall obtain in writing from such nominees their consent to nomination.

2. Criteria for Nomination to Board

Only representatives of Regular Members shall be eligible for election to the Board of Directors

In nominating candidates for election and for re-election to the Board, the Nominating Committee can use as criteria the candidates' active service and involvement in Association affairs as demonstrated by participation in Association committees, Regional activities, industry-government bodies or by other means, and shall also consider the need to reflect on the Board the varying sizes, locations, business sectors and ownership bases of the overall membership of the Association.

3. Nominations by Members

Any two members of the Association, in good standing, may nominate any other member, having first obtained his consent in writing, for any vacancy on the Board of Directors, by forwarding the signed nomination in writing along with consent to nomination to the Chair of the Nominating Committee at least ninety (90) days prior to the date set for the Annual Meeting.

ARTICLE X - ELECTION AND APPOINTMENT OF DIRECTORS

1. The President

The President shall be a member of the Board of Directors. Upon ceasing to hold the office of President, his duties as a Director shall cease. The President shall be appointed by a majority vote of the Board of Directors.

Board members who submit their candidacy for President must first recuse themselves as a member of the Board of Directors and cease all Board activities until such time an election and appointment of the President has been made.

Recruitment of the President

The Board of Directors shall hire an external agent to seek and recruit candidates for President. The Board Development & Corporate Governance Committee shall facilitate this process through the Nominating Committee and have the recommendations provided to The Board of Directors for their decision.

2. Election at Annual General Meeting

Except for the President, Directors shall be elected by the members at the Annual General Meeting of members of the Association.

3. Voting Procedure

Elections of Directors shall be by show of hands, or if required by the Chair, by written ballot.

4. Succession

Upon any Director ceasing to be the representative of a member of the Association, his duties as a Director shall cease, and the Board of Directors may appoint a successor to fill the vacancy so created, for the unexpired portion of the term up to the election of Directors at the next Annual General Meeting.

5 Remuneration

Except for the President, all Board of Director positions are voluntary and without remuneration

ARTICLE XI - TERMS OF OFFICE OF DIRECTORS

1. Limit on Terms of Office

Directors shall be limited to serving the following consecutive terms of office as Directors of the Association.

- a) one term of not more than three years;
- b) a second term of not more than three years;
- c) a third term of one year;
- d) a fourth term of one year;
- e) a fifth term of one year;
- f) a sixth term of one year;
- g) a seventh term of one year for a Chair of the Board who becomes Chair in his tenth year of service.

2. Re-election

Subject to the provisions of this Article, Directors are eligible for re-election.

3. Retirement Before Re-election

A Director who has served for ten (10) consecutive years, must retire from the Board for at least one year before standing for election again. This limitation shall be extended to eleven (11) years for a Director who becomes Chair of the Board in his tenth year of service.

ARTICLE XII - MEETINGS OF DIRECTORS

1. Calling of Meetings

Meetings of the Board of Directors may be called by order of the Chair of the Board, or in his absence by a Vice-Chair, at such time and place as the Chair of the Board or Vice-Chair may determine.

2. Notice of Meetings

Notice of the holding of any meeting of the Board of Directors shall be given by mail, telephone, facsimile or electronic communication to each Director at least two (2) weeks prior to the time fixed for such meeting, except in an emergency; and except that, to newly elected Directors at the Annual General Meeting a verbal notice at the time of that meeting shall be sufficient notice of the holding of the meeting of the Board which shall be held immediately following the Annual General Meeting.

3. Quorum

A majority of the Directors shall constitute a quorum of the Board at any meeting. Every question shall be decided by a majority of Directors present at any such meeting, and in the case of an equality of votes, the Chair may cast the deciding vote.

4. Attendance Requirements

For the business of the Association to be conducted effectively, Directors must be faithful in their attendance at Board meetings. If a Director fails to attend in a year three consecutive meetings, or more than half of the regularly scheduled meetings, the Chair will request that the Director provide a satisfactory explanation for such absences, or resign from the Board. If poor attendance continues after provision of an explanation, the Chair will move that the Director's service on the Board be terminated and

that a nominee of the Board be appointed to complete the term of the terminated Director.

5. Dissent at Meeting

Subject to these Bylaws a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless;

- (a) the Director requests a dissent be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Director sends a dissent by mail, facsimile or electronic communication to either the Secretary, Chair or President within seven (7) days of the meeting.

PART D - OFFICERS

ARTICLES XIII - OFFICERS OF THE ASSOCIATION

1. Chair, Vice-Chairmen, Treasurer

The Directors shall annually elect from their number a Chair of the Board, one or more Vice-Chairmen, and a Treasurer. Officers are eligible for re-election.

The term of office of the Chair shall be for one year. The term of office of the Chair may be extended one year. The term of office of the Chair may not exceed two consecutive years.

The term of office of the Vice-Chair shall be for one year. The term of office of the Vice-Chair may be extended one year. The Vice-Chair shall be elected annually but may stand for term re-election without limit.

The term of office of the Treasurer shall be one year. The Treasurer shall be elected annually but may stand for term re-election without limit.

2. President, Secretary

A President and a Secretary of the Association shall be appointed by the Board of Directors from time to time.

3. Honorary Chair

An office of Honorary Chair may be established, to be filled by an individual who performed outstanding service to the automotive parts manufacturing industry. The Honorary Chair will be elected by the Board of Directors, following the Annual Meeting, for a period of one year, but shall not sit on the Board. The Honorary Chair is eligible for re-election.

4. Remuneration of Officers

The remuneration and terms of employment of Officers shall be in accordance with contracts entered into with them by the Chair of the Board and approved by the Board of Directors.

5. Nominating of Officers

The Nominating Committee shall facilitate the recommendation of candidates for Officers of the Association. The Board of Directors shall elect officers of the Association in accordance with the By-laws

ARTICLE XIV - CHAIR OF THE BOARD

1. Duties of Chair

The Chair of the Board shall be the chief officer and head of the Association and shall have general responsibility for its business and affairs through the President and under the direction of the Board of Directors and act as Chair of the Strategic Initiatives Committee. The Chair shall call and preside at all meetings of the Board of Directors and at all meetings of the Association, except as the Chair may delegate a Vice-Chair to do so in their absence.

ARTICLE XV - VICE CHAIR(S)**1. Duties of Vice-Chair(s)**

The Vice-Chair, or if there are more than one, the First Vice-Chair shall perform all the duties of the Chair in the Chair's absence. In order to be considered a candidate for Vice-Chair, a director must express a willingness to serve as Chair in their absence, and be considered a candidate for Chair in the context of succession planning.

ARTICLE XVI - TREASURER**1. Duties of Treasurer**

The Treasurer shall report fully on the financial condition and affairs of the Association to the Strategic Initiatives Committee, to the Board of Directors as required and to the members at the Annual General Meeting.

ARTICLE XVII - PRESIDENT**1. Duties of President**

The President shall be the Chief Operating Officer of the Association and shall have the responsibility and authority to manage the business and affairs of the Association in the attainment of its objects under the direction of the Chair, and the Board of Directors. The President shall be a member of the Board of Directors. The President shall be the head of the President's Committee. The President shall report fully to the Board of Directors at all regular and special meetings of the Board and to all meetings of members. The President shall conform, in all actions taken, with the policies of the Association.

The President shall at all reasonable times exhibit the Association's books and accounts to any Director upon application at the head office of the Association during business hours.

ARTICLE XVIII - SECRETARY

1. Duties of Secretary

The Secretary shall have charge of the Minutes Book of the Association and other books required to be kept by law. The Secretary shall give such bonds for faithful performance of his duties as the Board may from time to time require.

PART E - OTHER PROVISIONS

ARTICLE XIX - COMMITTEES OF THE ASSOCIATION

1. The Board of Directors shall establish four (4) Committees
 - a) The Strategic Initiatives Committee
 - b) The Finance Committee
 - c) The Board Development & Corporate Governance Committee
 - d) The President's Committee
2. The Board of Directors shall establish a Strategic Initiatives Committee consisting of the immediate past Chair, Chair, Vice Chair(s) and the President. The Strategic Initiatives Committee shall have the authority delegated to it and be subject to the restrictions as set out below:
 - a) General administration of the affairs of the company, including entering into contracts that the company may by law enter into and the conduct of the general affairs of the company;
 - b) The appointment, function, duties and removal of all agents, officers and employees of the company and fixing their terms of employment;
 - c) The power to delegate its authority at its discretion;
 - d) The quorum for the Strategic Initiatives Committee shall be the majority of total committee membership present in person or by telecommunication;
 - e) The Strategic Initiatives Committee is authorized to hold meetings by the use of telecommunications systems so that so long as the

committee members participating can communicate with each other simultaneously it shall be a duly constituted meeting.

- f) The Strategic Initiatives Committee, may appoint such standing or special committees of the Board or of members as it deems necessary to protect and further the interests, purposes and objects of the Association and its members, and without limiting the generality of the foregoing, the Strategic Initiatives Committee may establish appropriate committees of the Association. Where possible, each such committee shall be chaired by a member of the Board of Directors. Reports of the actions of such committees shall be provided to the Board on a regular basis.
 - g) All decisions of the Strategic Initiatives Committee may be amended or rescinded by the Board of Directors.
3. The Board shall establish a Finance Committee including at minimum the Treasurer, the Vice Chair and the President. The Finance Committee shall have the authority delegated to it and be subject to the restrictions as set out below:
- a) General administration of all financial matters of the association, including all budgets, estimates, monthly statements and reporting.
 - b) The Finance Committee shall prepare for presentation an annual budget at the Association's Annual General Meeting;
 - c) The quorum for the Finance Committee shall be the majority of total committee membership, present in person or by telecommunication;
 - d) The Finance Committee is authorized to hold meetings by the use of telecommunications systems so that so long as the committee members participating can communicate with each other simultaneously it shall be a duly constituted meeting.
 - e) All decisions of the Finance Committee may be amended or rescinded by the Board of Directors.
6. The Board shall establish a Board Development & Corporate Governance Committee consisting of the, the Vice Chair, the President and at least two further Board Members. The Board Development & Corporate Governance

shall have the authority delegated to it and be subject to the restrictions as set out below:

- a) General administration of all Board related matters, including Board membership, and construction.
 - b) General administration of all matters related to the Association's Corporate Governance, including, Board resolutions, bylaws, and the Association's Minute Book.
 - c) The Board Development & Corporate Governance shall head and appoint a Nominating Committee with respect to submitting candidates to the Board of Directors to fill Board positions. The Nominating Committee shall prepare recommendations to fill all vacancies on the Board of Directors for the next ensuing term or terms, and shall obtain in writing from such nominees their consent to nomination.
 - d) The quorum for the Board Development & Corporate Governance shall be the majority of total committee membership present in person or by telecommunication.
 - e) The Board Development & Corporate Governance is authorized to hold meetings by the use of telecommunications systems so that so long as the committee members participating can communicate with each other simultaneously it shall be a duly constituted meeting.
 - f) All decisions of the Board Development & Corporate Governance Committee may be amended or rescinded by the Board of Directors.
7. The Board shall establish a President's Committee consisting of the President and at least three other Board members. The President's Committee shall have the authority delegated to it and be subject to the restrictions as set out below:
- a) General administration of matters related to the Association's Membership, including member programs and activities, working groups and general communication to members of the association.
 - b) The quorum for the President's Committee shall be the majority of total committee membership, present in person or by telecommunication.

- c) The President's Committee is authorized to hold meetings by the use of telecommunications systems so that so long as the committee members participating can communicate with each other simultaneously it shall be a duly constituted meeting.
- d) All decisions of the President's Committee may be amended or rescinded by the Board of Directors.

ARTICLE XX - HEAD OFFICE

- 1. Location of Head Office and Other Offices

The head office of the Association shall be in the Province of Ontario. The Association may also have an office or offices at such other place or places as the Board of Directors may from time to time determine or the business of the Association may require.

ARTICLE XXI - SEAL OF THE ASSOCIATION

- 1. Seal

The Seal, an impression of which is stamped on the margin hereof, shall be the Seal of the Association.

ARTICLE XXII - FISCAL YEAR

- 1. Fiscal Year is Calendar Year

The fiscal year of the Association shall terminate on the thirty-first day of December in each year.

ARTICLE XXIII - MEMBERSHIP FEES

- 1. Board to Determine Fee Schedule

In order to provide funds necessary to carry out the undertakings of the Association, the Board of Directors shall fix and determine the payments to be paid by the members during the next ensuing fiscal year.

ARTICLE XXIV - BORROWING OF MONEY

1. Board to Authorize Borrowing

The Board of Directors of the Association may from time to time authorize the borrowing of money upon the credit of the Association for the furtherance of the activities of the Association in such amounts and upon such terms as may be deemed necessary or appropriate.

ARTICLE XXV - EXECUTION OF DOCUMENTS

1. Cheques, Bills and Notes

All cheques, bills, notes, acceptances or orders for the payment of money, to be signed, drawn, accepted or endorsed by or on behalf of the Association, shall be signed, drawn, accepted or endorsed by the Chair, by the President, or by the President and the Chair, or by such other person or persons as the Board of Directors may authorize from time to time.

All cheques must be co-signed by any of the following two parties: Chair, and President or Accountant or President and Accountant.

The Vice Chair will be authorized to sign in the Chair's place if required.

2. Contracts and Deeds

All contracts, deeds or other documents and instruments to which the seal of the Association must be affixed, may be signed by or on behalf of the Association by the Chair of the Board, a Vice-Chair, the President or the Secretary, and when so signed and sealed with the seal of the Association and delivered shall be received as the act of the Association.

3. Certified Copies

Copies of the Bylaws, resolutions, or other proceedings of the Board of Directors or members of the Association may be certified under the Seal of the Association by the Chair, the President or the Secretary.

ARTICLE XXVI - DISSOLUTION**1. Board to Determine Distribution of Funds**

Upon dissolution of the Association, each member in good standing shall be entitled, after payment of all debts and disbursements of the Association, to share in the distribution of the funds and assets of the Association in such equitable manner as may be determined by the Board of Directors.

ARTICLE XXVII - AMENDMENTS**1. Procedures for Amending Bylaws**

These Bylaws may be amended at any meeting of the members by a two-thirds vote of members whose representatives are present in person. No amendment shall be considered unless it has been submitted in writing to the Association by a member at least two (2) months prior to the meeting at which it is to be presented. A copy of each proposed amendment as submitted to the Association shall be mailed by the Association to each member at least one (1) month prior to the general meeting at which such proposed amendment is to be presented.

ARTICLE XXVIII - INTERPRETATION**1. Gender**

In these bylaws, and in any resolutions or other proceedings of the Board or of the members, any reference to the masculine gender shall be taken to include the feminine gender, and vice versa, as appropriate.

ARTICLE XXIX - CONFLICT OF INTEREST**1. Association Activities**

The Association and/or employees of the Association shall not participate in activities that promote the interests of one Association Member Company over another except that such activity was/is made available to all Association members on an equal basis. This is not intended to limit

the ability of the Association to respond to short notice opportunities for media coverage, tours of facilities, and-so-forth which by necessity may have locational limitations or specific issue limitations. However, in general, all Association members shall have equal opportunity to participate in Association activities, trade shows, trade missions and other activities that may from time to time come up to promote the industry in general.

2. Employees of Association

Employees of the Association shall not serve as an employee, officer or member of the Board of Directors of Association members or their affiliated companies.

Employees of the Association shall not join the Board of any organization without the prior approval of the Board of Directors. Such approval shall not be unnecessarily withheld.

TAB 3

Court File No.: CV-22-00030791-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

AUTOMOTIVE PARTS MANUFACTURERS' ASSOCIATION

Plaintiff/
Moving Party

- and -

JIM BOAK, JOANNE CALLAWAY, HILDA FISHER,
LORI INVERARITY, LEO LUCIO, GIL PONTE, MANBAE SINGH-GALL
DARLENE THOMPSON and JOHN DOE

Defendants/
Responding Parties

- and -

THE CORPORATION OF THE CITY OF WINDSOR

Intervener

**AFFIDAVIT OF DAVID ADAMS
(Sworn February 11, 2022)**

I, David Adams, of the City of Toronto, in the Province of Ontario AFFIRM AND SAY:

1. I am the President and Chief Executive Officer of Global Automakers of Canada and have been in those roles for 17 years. As such, I have personal knowledge of the facts described below. Where I do not have personal knowledge, I have stated the source of my information and believe it to be true.

2. Global Automakers of Canada (“GAC”) is the national industry association representing the Canadian interests of 15 leading international automakers including BMW Canada Inc., Honda Canada Inc., Hyundai Auto Canada Corp., Jaguar Land Rover Canada ULC., Kia Canada Inc., Maserati Canada Inc., Mazda Canada Inc., Mercedes-

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Benz Canada Inc., Mitsubishi Motor Sales of Canada Inc., Nissan Canada Inc., Porsche Cars Canada Ltd., Subaru Canada Inc., Toyota Canada Inc., Volkswagen Group Canada Inc., and Volvo Cars of Canada Corp. In sum, our members are generally the exclusive distributors of their brands in Canada.

3. I affirm this affidavit in support of the Automotive Parts Manufacturers' Association's motion for an injunction restraining and enjoining the Defendants in this proceeding, and others, from blocking access to and from the Ambassador Bridge.

4. GAC's member companies and their affiliates directly or indirectly employ more than 77,000 Canadians in vehicle manufacturing, sales, distribution, parts, service, finance and head office operations across Canada. In 2021, vehicle sales of GAC member companies represented approximately 65% of all vehicle sales in Canada.

5. I have personally fielded dozens of calls this week from GAC members setting out the impact that the Ambassador Bridge blockage is having on their operations and business. The delays to vehicles crossing the Ambassador Bridge carrying automotive parts over the last few days have had a material impact on GAC's members, and risk having a devastating and irreparable impact if the blockades carry on.

6. In particular, two of GAC's members that carry on vehicle manufacturing operations in Canada have halted their production lines owing to delays in the delivery of parts needed to keep the lines moving. Those GAC members risk having to halt additional production lines if the blockade continues.

7. Over the last few days, cross-border delivery of parts to GAC members was being re-routed away from the Ambassador Bridge through Sarnia. The result was multiple hours of delay in delivery for operations that work on a "just in time" model. However, the continuing blockage has made this workaround untenable. The resulting extended shutdowns of our members' production lines means our members' employees' are not at work.

8. Aside from those GAC members that carry on vehicle manufacturing operations in Canada, other GAC members rely on the delivery of parts from vehicles crossing the

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Ambassador Bridge to complete repairs to customer vehicles used for personal and commercial purposes. An extension of the blockades at the Ambassador Bridge compromises GAC members' ability to properly repair customer vehicles. Accordingly, I expect that an extended blockade of the Ambassador Bridge will impact owners of GAC member-vehicles and their use of those vehicles.

AFFIRMED BEFORE ME: in person ☒ by video conference

by Jeffrey Levine at the City of Toronto, Ontario before me on February 11, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

Signature of Commissioner (or as may be)

Jeffrey Levine LSO #55582H

Signature of Deponent, David Adams

AUTOMOTIVE PARTS MANUFACTURERS' ASSOCIATION

v.

JIM BOAK et al

ONTARIO

SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT
WINDSOR

**SUPPLEMENTARY MOTION
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Our File: 80695